



South African Association of Pharmacists in Industry

CONSTITUTION

CONSTITUTION OF THE SOUTH AFRICAN ASSOCIATION OF PHARMACISTS IN INDUSTRY (SAAPI)

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CONSTITUTION OF THE SOUTH AFRICAN ASSOCIATION OF PHARMACISTS IN INDUSTRY

PREAMBLE

We, the members of the South African Association of Pharmacists in Industry, associate ourselves with and fully support the contents and sentiments expressed in the preamble to the Constitution of the Pharmaceutical Society of South Africa, which reads:

- *acknowledging* the history of our country and that of our profession and the need for the profession to avoid the disruptive effects of fragmentation,
- *honouring* those who have worked and sacrificed for the development of the profession,
- *recognising* the broad transformation taking place in South African society at this time in our history and
- *believing* that our diversity unites us in a unique, indispensable profession,
- *adopt* this Constitution as the ultimate authority governing our Association.

By so doing, we *dedicate ourselves* to the principles and objects enshrined in this Constitution.

- to address the divisions of the past,
- to build a united profession to better fulfil our professional role in service to all our people,
- to take our rightful place amongst those who serve the health of our people.

1. DEFINITIONS:

1.1. In this Constitution and in any Regulations framed in terms hereof, the following terms and expressions shall, unless the context otherwise directs, have the respective meanings as hereinafter set out:

- 1.1.1. "Co-opted" means a person who is an expert in any field of interest (not necessarily being a pharmacist or a member of the Sector) appointed to a sub-committee as provided for in terms of this Constitution and who, being so appointed, shall enjoy voting rights in matters of that sub-committee.
- 1.1.2. "Ex Officio" means by right of one's position or office and refers to a situation whereby the elected, nominated or appointed incumbent of an office or position is per se deemed thereby to have also been appointed, with full participation and voting rights, to one or more other positions or committees.
- 1.1.3. "Honorary" in the title of an incumbent refers to a non-remunerated status.
- 1.1.4. "Local Group" means an interest group of members of the Association located in a geographically definable area.
- 1.1.5. "Proxy" means the authority held by one person to act for another.
- 1.1.6. "Regulations" means regulations made in terms of this Constitution.
- 1.1.7. "The Society" means the Pharmaceutical Society of South Africa.
- 1.1.8. "Sub-committee" means a group which may consist of nominated, elected, appointed and /or ex officio members or persons intended to function under a mandate of the Sector Executive Committee and be responsible to the Sector Executive Committee.

1.2 This Constitution shall be interpreted in accordance with the following principles:

- 1.2.1. Words importing the masculine shall include a reference to the feminine and vice versa.
- 1.2.2. Words importing the singular shall include a reference to the plural and *vice versa*.
- 1.2.3. This Constitution has been formulated pursuant to the enabling provisions of the Constitution of the Pharmaceutical Society of South Africa. In the event of any conflict between the provisions of this Constitution and the provisions of the Constitution of the Society, the provisions contained in the Constitution of the Society shall prevail.

- 1.2.4. In this Constitution, words and expressions have the same meanings assigned to them in the Constitution of the Pharmaceutical Society of South Africa.
- 1.2.5. In case of any matter which is not specifically provided for, or in case of doubt as to the interpretation of any Section in this Constitution and Regulations, the same shall be determined by the Sector Executive Committee, whose decision shall be final.

PART 1: ESTABLISHMENT, OBJECTS AND POWERS

2. TITLE, JURISTIC PERSONALITY, AREA OF JURISDICTION AND HEADQUARTERS

- 2.1. The South African Association of Pharmacists in Industry is established as a Sector of the Pharmaceutical Society of South Africa.
- 2.2. The South African Association of Pharmacists in Industry shall be a corporate body having a separate legal persona distinct from its members, from other Sectors of the Pharmaceutical Society of South Africa, and from the Society itself, with perpetual succession notwithstanding changes of membership within it, and being entitled to hold property, to act juristically, and to institute or defend legal proceedings in its own name.
- 2.3. The headquarters of the Sector shall be in Pretoria until such time as a Sector General Meeting decides otherwise.

3. OBJECTS

The main objects of the Association shall be to carry out all such duties, functions, acts and objects as are set out in the Constitution of the Society and subject only to the reservations contained therein; and to do any or all such acts as may be necessary to protect and promote the professional, educational, business and economic interests of its members.

4. POWERS

The Association may, for the purpose of achieving its objects:

- 4.1 Evaluate any bills, laws, ordinances, proclamations, pronouncements, or enactments which either affect or may affect the interests of members of the Association and where appropriate, to support or to oppose, and if necessary, take appropriate action including legal action, as circumstances may require, on behalf of its members.
- 4.2 Publish, distribute and disseminate newsletters, information or promotional material, including results of research, statistics or other information.
- 4.3 Co-operate with any institution, society or association.
- 4.4 Establish representative and support bodies representing specific fields of pharmaceutical interest or endeavour.
- 4.5 Recognise organisations representing specific fields of pharmaceutical practice and interest.
- 4.6 Borrow or raise monies, with or without security.
- 4.7 Secure the payment of monies borrowed or any other obligation in any manner, including the pledge of movable property and the mortgage of immovable property.
- 4.8 Form or have an interest in any company or companies for any purpose directly or indirectly calculated to benefit the Association.
- 4.9 Invest funds available only with those registered financial institutions as defined in Clause 1 of the Financial Institutions (Protection of Funds) Act (Act 28 of 2001), as amended and in securities listed on a licensed stock exchange as defined in the Securities Services Act (Act 36 of 2004).
- 4.10 Enter into indemnities, guarantees and suretyships and secure payment thereunder in any way.
- 4.11 Establish, manage and support or aid in the establishment, management and support of associations, institutions, foundations, funds, trusts and amenities calculated to benefit members of the Sector or its employees.

- 4.12 Acquire, hire or lease any movable or immovable property and develop, manage, hypothecate, lease (whether as lessor or lessee), deal in or dispose of all or any part or section of the movable or immovable property of the Association.
- 4.13 Consult or gauge the views and opinions of all or any members of the Association, or any other groups or entities of persons as may be deemed to be in the interests of the Sector or its members. Such powers shall include the right to conduct market polls, market surveys, or any other prevailing practice, including the right to conduct a referendum.
- 4.14 Establish and administer or contribute towards the establishment of scholarships, bursaries or grants-in-aid for the benefit of students in pharmacy, or employees of the Association.
- 4.15 Make, and from time to time alter, amend or rescind regulations for the carrying on of the business of the Association.
- 4.16 Employ and enter into agreements regulating conditions of service and termination of employment, which will apply to officials and employees of the Association, including the right to recognise and deal with trade unions, staff associations, or any other employee groups, whether in terms of statute or otherwise.
- 4.17 Institute or defend legal proceedings in its own name.
- 4.18 Notwithstanding anything to the contrary herein contained, the Association will not participate in any business, profession or occupation or any profit-making activities of a continuous or ongoing nature by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
- 4.19 Address disciplinary and professional behavioural enquiries of members;
- 4.20 The Sector Executive Committee may deem it necessary from time to time to levy fees upon its members, subject to Clause 9.4 of the Society's Constitution.
- 4.21 Design and issue all heraldry, symbols, logo, and other distinctive marks indicating membership, awards or distinctions of the Association, and may apply for registration and for copyright thereof, and may regulate and enforce the conditions affecting the use thereof and their withdrawal.
- 4.22 Make public statements concerning the pharmaceutical needs of the people of South Africa, either in support of or in opposition to statements or policies made by the government and/or other role players.
- 4.23 Generally, directly or indirectly, do, or cause to be done, anything that may be incidental to or necessary for the attainment of the above objects.

PART 2 – MEMBERSHIP

5. MEMBERSHIP

There shall be the following classes of members whose admission to membership shall be governed by the Regulations for Admission of Members as set out in the Society's Constitution.

- 5.1. Ordinary members, who shall be pharmacists, community service pharmacists or pharmacist interns, registered as such with the South African Pharmacy Council and who are ordinary members of the Society, who have elected, as their principal Sectoral membership, to be members of the Association.
- 5.2. Associate members, who shall include the following categories as defined in the Pharmacy Act (Act 53 of 1974):
 - 5.2.1. Pharmacy Students
 - 5.2.2. Pharmacist's Assistants
 - 5.2.3. Pharmacy Technicians
- 5.3. Affiliate members, who shall include:
 - 5.3.1. Persons who are not pharmacists but are involved in the pharmaceutical industry.
 - 5.3.2. Members of the Society, who are ordinary or associate members of a Sectoral Division of the Society other than the South African Association of Pharmacists in Industry, and who choose the Association as their secondary sector.

- 5.4. The Sector may not exclude from its membership any member of the Society in good standing, resident or carrying on business or employed within the area of jurisdiction assigned to it.

6. RIGHTS, PRIVILEGES AND LIABILITIES OF MEMBERS

- 6.1. Every member, including Ordinary, Associate, and Affiliate members, shall possess the following rights:
- 6.1.1. To attend any General meeting of the Association, or by invitation, any meeting of the Sector Executive Committee.
 - 6.1.2. To receive any relevant information.
 - 6.1.3. To receive, at the discretion of the Sector Executive Committee, such assistance as may be rendered on any matter, in terms of this Constitution.
 - 6.1.4. To take part in any discussion on any matter that may be placed on the Agenda of any General meeting of the Association.
 - 6.1.5. To utilise the facilities and participate in the services provided by the Association on the same terms and conditions as may from time to time apply to their use by any other member of the Association.
- 6.2. Ordinary members shall be entitled to the following additional rights;
- 6.2.1. To vote on any motion put to a General or Special Meeting of the Association.
 - 6.2.2. To nominate and vote for members of the Sector Executive Committee.
 - 6.2.3. To be nominated for and be appointed to any office or committee of the General Council, subject to the terms and conditions of the Society's Constitution.
 - 6.2.4. To be nominated for and appointed to any office or committee of the Association, subject to the terms and conditions set out in this Constitution or the Sector Executive Committee acting within its authority as set out herein.
 - 6.2.5. To be appointed by the Sector Executive Committee as a Councillor, entitled to attend and vote at meetings of the General Council of the Society.
- 6.3. The Association is not formed for any purpose of profit or gain, and no member or group of members shall *de facto* be entitled to any share in the property or assets of the Association.
- 6.4. The liability of members is limited to the amount of any unpaid subscriptions, charges or levies due by such members.

7. MEMBERSHIP DATABASE

- 7.1. Details, including but not limited to the full name and address, e-mail address, telephone numbers, date of birth, and identity number of every member shall be entered in a register of members, such register to be called the Membership Database.
- 7.2. Except in compliance with the Protection of Personal Information Act (Act 4 of 2013), such information shall not be shared with any other person.
- 7.3. It shall be the duty of every member to notify the Association or the Membership Department of the Society of any change in his address or contact details.
- 7.4. Any notice or letter relating to any matter concerning the Association, sent to the address of the member, per the Membership Database, shall be deemed to be due notice in terms of this Constitution.

8. SUBSCRIPTIONS

In addition to the membership subscription payable annually to the Society, the Association may levy an additional fee subject to Clause 9.4 of the Society's Constitution.

9. DURATION OF MEMBERSHIP

Membership shall have such duration and shall be terminable only as laid down in the Society's Constitution. The expulsion, re-admission and re-instatement of a member will be conducted in accordance with Clause 12 of the Society's Constitution.

PART 3 – STRUCTURAL ORGANISATION OF THE SECTOR

10. ASSOCIATION SHALL BE A SECTOR OF THE PHARMACEUTICAL SOCIETY OF SOUTH AFRICA (PSSA)

The Association shall, unless and until otherwise decided by a General Meeting of the Association and confirmed by the General Council of the Society, remain constituted as a Sector of the Society.

11. COMPOSITION OF THE SECTOR

The Association shall be comprised of those members of the Society who selected inclusion in the South African Association of Pharmacists in Industry, as defined in Schedule B of the Society's Constitution.

12. LOCAL GROUPS

- 12.1. The Association may arrange to organise within its own area of jurisdiction, Local Groups in specified geographical areas for the better carrying out of its objects and duties to members. Such Local Groups shall be subject to the Association's jurisdiction and direction.
- 12.2. No Local Group may exclude from its membership any member of the Association, resident or carrying on business or employed in the area of jurisdiction assigned to it.
- 12.3. Each Local Group shall elect the officers of that Local Group according to the by-laws of the Local Group, such by-laws having been previously approved by the Sector Executive Committee.
- 12.4. No rule of the Local Group or of its Committees shall be binding on any member until it has been ratified by a subsequent meeting of the Sector Executive Committee.

13. MANAGEMENT OF AFFAIRS

There shall be established a Sector Executive Committee which shall manage the affairs of the Association between Annual General Meetings, and which shall be constituted and have the powers and duties hereinafter set forth.

14. SECTOR EXECUTIVE COMMITTEE

The Sector Executive Committee shall be constituted as follows:

- 14.1. A minimum of eight and a maximum of twelve Ordinary members of the Association, nominated and elected to office in the manner set out in Regulation 19.
- 14.2. The Immediate Past President of the Association shall, *ipso facto*, be a member of the Sector Executive Committee for one year immediately succeeding his term of office.
- 14.3. The Treasurer shall be an elected member of the Sector Executive Committee and Chairperson of the Finance sub-committee.
- 14.4. Should the number of Ordinary members nominated, appointed, or elected be less than the number required by this Constitution, the Sector Executive Committee may, at its first and/or any subsequent meeting, co-opt additional Ordinary members.
- 14.5. The term of office of a newly constituted Sector Executive Committee shall commence at the close of the Annual General Meeting of the Association. It shall terminate at the close of the next succeeding Annual General Meeting.
- 14.6. The Sector Executive Committee may co-opt not more than two additional individuals who may be needed for their particular expertise or experience for the attainment of the objectives and furtherance of the interests of the Association.

15. POWERS AND DUTIES OF THE SECTOR EXECUTIVE COMMITTEE

- 15.1. The Sector Executive Committee shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as it may think fit, provided that it shall meet not less than six times per year between successive Annual General Meetings. Attendance of Sector Executive Committee members at its meetings and sub-committee meetings is regulated by Regulation 18.

- 15.2. The control and management of the affairs and interests of the Association shall be vested in the Sector Executive Committee, which shall have full powers to act as it deems fit and more particularly;
- 15.2.1. To act on behalf of the Association and to pass resolutions that shall be binding upon its members and the Association in all matters.
 - 15.2.2. To prosecute, defend, bring, carry on, discontinue or refer to arbitration or compromise any proceedings, actions, suits, claims and demands for or against the Association or regarding any matters affecting the interests of the Association.
 - 15.2.3. To assist any member or any other persons in instituting or defending any legal proceedings if it is of the opinion that the interests of the Association justify such a course.
 - 15.2.4. To apply the funds of the Association for any of the purposes provided for in this Constitution and to make grants-in-aid in respect of any litigation in which the Association may be interested or by which the Association may be affected.
 - 15.2.5. To appoint standing sub-committees and ad hoc committees as may be deemed necessary to deal more effectively with the regular or special business of the Association and to determine their composition, functions and powers.
 - 15.2.6. To delegate, at its discretion, any of its powers to sub-committees consisting of such member or members as it deems necessary. Any sub-committee so formed shall, in the exercise of its powers so delegated, conform to any directions that may be given by the Sector Executive Committee.
 - 15.2.7. To defend legal proceedings instituted against any member of the Sector Executive Committee, or relevant member of staff, in relation to any matter performed by any such member, or staff member, in his capacity as a member of the Committee or the staff in the execution of his duties and under or in conformance with instructions, decisions, resolutions or policies of the Sector Executive Committee to indemnify him against all costs incurred in such legal proceedings.
 - 15.2.8. To impose a fee when deemed necessary on members or any section of the membership not more than once a year, in accordance with clause 9 of the Society's Constitution.
 - 15.2.9. To manage, direct or control all the assets of the Association and to employ its funds, property and other assets in such a manner as may from time to time be decided.
 - 15.2.10. The Sector Executive Committee shall appoint auditors as approved by the Annual General Meeting to undertake such auditing and administrative functions as the Sector Executive Committee may direct. All appropriate documents shall be placed in the custody of the auditors.
 - 15.2.11. To administer any benevolent fund set up by the Association.
 - 15.2.12. To make, amend or rescind regulations not consistent with this Constitution for the better carrying out of its duties. All such Regulations shall be submitted for ratification to the Annual General Meeting.
 - 15.2.13. To formulate and publish the policy of the Association from time to time.
 - 15.2.14. To do anything that may be incidental to or necessary for the attainment of the objects and the furtherance of the interests of the Association.

16. HONORARY OFFICERS

- 16.1. Subsequent to the election of Sector Executive Committee members at the AGM, all members of the Sector Executive Committee shall, at a time judged by the Executive Director of the Association to be convenient to the newly constituted Sector Executive Committee (including the newly elected, nominated, appointed, *ex officio* and co-opted members of such Committee), meet and elect from amongst their number, present in person or represented by proxy or written indication of willingness to act in any such capacity, the following Honorary Officers of the Sector Executive Committee:

- 16.1.1. President
- 16.1.2 Vice President
- 16.1.3 Honorary Treasurer
- 16.2. The meeting of the Sector Executive Committee held in terms of clause 16.1 shall be convened by the Executive Director of the Association, who shall also preside at the said meeting until the election of a President.
- 16.3. The term of office of any Honorary Officer elected in terms of clause 16.1 shall commence at the close of the first Sector Executive Committee Meeting held after the Annual General Meeting of the Sector and shall terminate at the close of the next succeeding Annual General Meeting. Such Honorary Officers shall be eligible for re-election; however, the President shall not be eligible to hold office for more than three consecutive terms.
- 16.4. The President, Vice-President, and Honorary Treasurer of the Association shall be ex officio members of all sub-committees, enjoying full participation and voting rights.

17. COUNCILLORS OF THE SECTOR

- 17.1. Only Ordinary Members of the Association shall be designated as Councillors representing the Association on the General Council of the Society.
- 17.2. The Sector Executive Committee shall appoint annually, as early as may be appropriate, such number of members to the General Council of the Society to which the Association may be entitled in terms of the Society's Constitution.
- 17.3. Sector Councillors shall act as representatives of the Association on the General Council of the Society and shall enjoy voting and all other rights as conferred by the Society's Constitution.
- 17.4. The Sector Executive Committee shall have the right to appoint additional or replacement Councillors from time to time and, in particular, in the event of the resignation of a Councillor or of his absence, unavailability or inability to represent the Association on General Council at any time.

18. DUTIES AND POWERS OF OFFICERS

- 18.1. The duties and powers of the Sector Executive Committee and its officers shall be as set out in this Constitution, and in particular:-
- 18.2. Officers of the Association:
 - 18.2.1. The Duties of the President of the Association shall include:

To preside at meetings of the Association; to sign the minutes after adoption; to represent the Association at all public functions and to make, on behalf of the Association; any public announcements which the Association or the Sector Executive Committee may deem it necessary to make; to preside at meetings of the Sector Executive Committee; to convene meetings when necessary; to instruct the Executive Director or relevant staff to issue notices of meeting in due time; to initiate and/or direct the activities of the Sector Executive Committee.
 - 18.2.2. The duties of the Vice-President shall be to deputise and act for the President in the performance of any of the President's duties when the latter is absent or unable to act; and further to perform such duties as the President may delegate to him.
 - 18.2.3. The duties of the Secretary shall be the responsibility of the Executive Director.
 - 18.2.4. The duties of the Honorary Treasurer shall be to chair the Finance sub-committee, exercise oversight over the financial affairs, the finance policy, practice, and reporting on the Association's finances as required from time to time by the Sector Executive Committee; to present the Association's management accounts and financial statements to the Sector Executive Committee and to present the audited Annual Financial Statements of the Association and/or summaries or extracts thereof to the Association's Annual

General Meeting; and to liaise on financial matters with the Executive Director and the Finance Committee of the Association.

18.2.5. Executive Director:

18.2.5.1. There shall be an executive officer appointed by the Sector Executive Committee and upon such terms and conditions and for such a period as is deemed. The title of such position shall be "Executive Director".

18.2.5.2. The duties of the Executive Director shall be to perform such duties as are necessary to carry out the functions of the Association, including the duties of Secretary, liaison with the Honorary Treasurer, and such other duties as the Sector Executive Committee may from time to time designate.

18.2.5.3. The Executive Director shall perform such functions and activities as may be incidental to or necessary for the attainment of the objects and furtherance of the interests of the Association, including the appointment and dismissal of such staff as may be necessary for the proper functioning of the Association, which function shall, where appropriate, be undertaken in consultation with the President.

19. FINANCE COMMITTEE

19.1. The Sector Executive Committee may appoint a Finance Committee, which shall be a sub-committee of the Sector Executive Committee whose members shall include the Executive Director, Honorary Officers of the Sector ex officio, and three members appointed by the Sector Executive Committee.

19.2. The Sector Executive Committee may at any time terminate the appointment of a member of the Finance Committee, appointed by the Sector Executive Committee, due to the inability, incapacity or disqualification from holding office or failure to attend meetings of the Finance Committee.

19.3. The Sector Executive Committee may at any time fill a casual vacancy arising as a result of action taken in accordance with Clause 19.2 or due to the inability, incapacity, resignation or disqualification from holding office of a member appointed in terms of Clause 19.1.

19.4. The Finance Committee may appoint to the Finance Committee not more than two additional individuals, who are not required to be pharmacists, for their special financial, technical, or business skills. Such persons shall be appointed for a period as may be determined from time to time by the Finance Committee.

19.5. The mandate of the Finance Committee shall be to assume responsibility for the business assets, entities and activities of the Association to secure and develop these assets and maximise their long-term return to the Association. The activities of the Finance Committee shall include, but shall not be limited to:-

19.5.1. Setting up, investing in, directing and controlling companies of the Association whose activities shall be compatible with the aims and objects of the Association;

19.5.2. Management of the financial portfolios of the Association to preserve and grow these for the long-term benefit of the Sector by applying principles of risk management and professional investment;

19.5.3. Management of the fixed properties and the property portfolio of the Association;

19.5.4. Development of commercial and trading activities of the Association and its businesses;

19.5.5. seeking to ensure an income stream able to fund the professional activities of the Association into the future; and

19.5.6. performing such other tasks and functions as may from time to time be assigned by the Sector Executive Committee and delegated to the Finance Committee, including, but not limited to, those referred to in Clause 30.7 or provided for in Clause 4 of this Constitution.

20. FILLING OF VACANCIES

- 20.1. Should the President, Vice-President, Honorary Treasurer or a Councillor of General Council of the Society before the expiry of his term of office, resign from his office, cease to be a member of the Society or be deceased, or for any other reason, cease to be qualified to hold such office, or should a Councillor indicate his inability to attend meetings of the General Council of the Society and/or Sector Executive Committee, before the expiry of his term of office, the Sector Executive Committee may appoint a successor to hold office for the unexpired portion of his term of office.
- 20.2. In the event of a vacancy occurring in the Sector Executive Committee, that Committee shall have the power to appoint, co-opt or accept another member to fill the vacancy, as outlined in Regulation 19.6.

21. SALARIED STAFF

Full or part-time salaried staff members may be appointed and shall execute all functions delegated to them by the Sector Executive Committee. Such members of staff who may be Ordinary members of the Society shall retain all rights and privileges of membership of the Society except that such individuals shall not seek to hold office in the Association and shall not carry a vote at any meetings of the Association or Society.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

22. ANNUAL GENERAL MEETINGS

- 22.1. The Sector Executive Committee shall, during every calendar year, convene a general meeting, such meeting to be held not earlier than six months and not later than 18 months after the previous Annual General Meeting, which meeting shall be known as the Annual General Meeting of the Association.
- 22.2. All Annual General Meetings of the Association shall be convened by circular to all members sent by the Executive Director of the Association not less than 30 days before the date of such meeting.
- 22.3. The business of the Annual General Meeting of the Association shall be –
 - 22.3.1. To confirm the minutes of the previous Annual General Meeting and of any Special General Meetings that may have been held during the period under review.
 - 22.3.2. To receive the Report of the President on behalf of the Sector Executive Committee, covering the activities of the Association during the period under review.
 - 22.3.3. To receive the Report of the Honorary Treasurer of the Association, and the Audited Financial Statements of the Association, including the statement of financial position and statement of revenue and expenditure duly audited, for the previous financial year of the Association.
 - 22.3.4. To ratify the appointment, by the Sector Executive Committee, of an Auditor who shall be a chartered accountant and whose remuneration shall be fixed by the Sector Executive Committee.
 - 22.3.5. To consider motions to be submitted in accordance with Clause 27.
 - 22.3.6. To confirm the election of the Sector Executive Committee as conducted in accordance with Regulation 21.
 - 22.3.7. To consider any other general business.

23. SPECIAL GENERAL MEETINGS

- 23.1. The President, in consultation with the Sector Executive Committee, may at any time convene a Special General meeting of the Association, and shall call a Special General Meeting of the Association if petitioned by a written requisition to do so, not less than 10% of Ordinary Members of the Association.

- 23.2. At least 21 days' written notice shall be given to ordinary members of any Special General Meeting of the Association, specifying the place, date and hour of the meeting and, in the case of special business, the general nature of that business. Non-receipt of the notice by any member shall not invalidate the proceedings at any Special General Meeting.
- 23.3. When a Special General Meeting is called as a result of a petition from ordinary members, such a petition must clearly state the nature of the business proposed for discussion by the Special General Meeting. No other business shall be discussed by such Special General Meeting. Such a Special General Meeting shall be called by the Sector Executive Committee within 21 days of receipt of such petition. In the event that a quorum is not present, as stipulated in Clause 28.

24. VOTING AT MEETINGS

- 24.1. Only ordinary members in good standing shall have the right to vote.
- 24.2. In the event of equality of voting, the President shall have a second or casting vote; except in cases where the conduct of a member is under investigation, when the President shall be entitled to one vote only.
- 24.3. Matters other than those provided for in 24.4 hereof, arising at meetings of the Association, including Sector Executive Committee, Finance Committee and General Meetings, shall be decided by a simple majority vote.
- 24.4. Any motion involving alteration, amendment or addition to this Constitution shall be carried by the vote of not less than two-thirds of the members present.
- 24.5. Voting at all meetings shall be by a show of hands unless a ballot or division is demanded by any member entitled to vote.
- 24.6. In accordance with the provisions of the Society's Constitution, proxies shall be permitted at Annual General or Special General Meetings of the Association.

25. CONDUCT OF MEETINGS

The proceedings at all meetings shall be conducted by the President in accordance with Regulation 8 and the standing rules for the conduct of meetings. In the absence of the President or Vice-President from any meetings of the Association, a chairman shall be elected by the meeting. The Chairman's ruling on all questions and points of order shall be final.

26. REFERENDUM

The Sector Executive Committee may, at any time, and shall on the request of a resolution of a General Meeting of the Association, conduct a referendum in accordance with the procedure as laid down in the Regulations.

27. MOTIONS AND/OR RESOLUTIONS AT GENERAL MEETINGS OF THE ASSOCIATION

- 27.1. Members of the Association shall be entitled to move motions for inclusion on the official order paper to be considered, discussed and voted on at General Meetings of the Association.
- 27.2. Motions to alter or amend this Constitution:-
- 27.2.1. shall be made at a General Meeting. Notice of motion of such alteration must be sent to the Executive Director in writing at least 60 calendar days before such meeting and shall be circulated to the members at least 30 days before the meeting; provided that the Sector Executive Committee may, by giving at least 30 days' notice to Ordinary members of the Sector, propose to a General Meeting the alteration to any of these clauses.
- 27.2.2. shall be placed on the agenda of the said meeting;
- 27.2.3. shall be considered and disposed of before any other motions are dealt with at the said meeting.
- 27.3. All other motions:-

- 27.3.1 shall be submitted in writing to the Executive Director at least five (5) weeks prior to the meeting at which they are to be moved.
- 27.3.2 shall, subject to the provisions of Clause 27.7, be placed on the agenda for that meeting.
- 27.4 The Chairman shall allow discussion and voting on motions in respect of which the required notice has not been given if two-thirds (2/3) of the members present at the meeting agree thereto, provided that this shall not apply to motions in terms of Clause 27.2
- 27.5 Only motions which are accompanied by such explanations and references to sources of information on the particular topics therein referred to as the Sector Executive Committee may deem sufficient to promote a full and fair consideration of the matters in question, shall be accepted for discussion at the next meeting of the Sector.
- 27.6 Matters appearing on the official notice, agenda or programme of business to be transacted at any meeting of the Association shall be disposed of before any additional matter is discussed. Matters of urgency may, however, be raised at any time at such a meeting when a majority of not less than two-thirds (2/3) of the Association members present at the meeting are in favour of such matters being discussed.
- 27.7 As early as possible after receipt of motions, the Sector Executive Committee:-
 - 27.7.1 shall reject such motions which are not in accordance with this Constitution unless such motions intend to alter or amend the Constitution.
 - 27.7.2 may discard motions which are the same in principle as motions adopted by the Association during the preceding three (3) years.
 - 27.7.3 shall consider and, where it may deem necessary, consolidate such motions (not being motions to alter or amend this Constitution) which are the same in principle, or which have similar directives.
 - 27.7.4 shall classify all the motions (as consolidated).
 - 27.7.5 shall draw up an agenda or programme of the intended proceedings of the meeting.
- 27.8 Not less than two (2) weeks before such meeting, the Sector Executive Committee shall send copies of the agenda, which shall include the full wording of all motions which are to be proposed, to all Association members.
- 27.9 All resolutions adopted at a meeting of the Association shall be executed by the Sector Executive Committee, and their actions shall be reported to the next ensuing Annual General Meeting of the Association.

28. QUORUM

- 28.1 Only Ordinary members in good standing entitled to vote shall be counted as part of a quorum.
- 28.2 The quorum for the transaction of business at meetings shall be as follows:-
 - 28.2.1 Annual General Meetings of the Association: 20 members.
 - 28.2.2 Special General Meetings of the Association: 20 members.
 - 28.2.3 Sector Executive Committee: one more than 50% of the total elected, appointed and co-opted members of the Sector Executive Committee.
 - 28.2.4 Finance Committee: One more than 50% of the total number of appointed and co-opted members.
- 28.3 If at any meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to a time and date to be decided by the Sector Executive Committee and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall form the quorum.

PART 5 – MISCELLANEOUS

29. MISCELLANEOUS

- 29.1. The financial year of the Sector shall be from 01 October to 30 September of the following year.
- 29.2. If any prosecution, action or suit at law be commenced against any member(s) of the Sector Executive Committee or any other servant or agent of the Association for anything done by them in the proper and reasonable discharge of their duties, such person shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit of law.
- 29.3. Any Regulation of the Association Constitution shall remain in force until amended or rescinded by a resolution of an Annual or Special Meeting of the Association or a meeting of the Sector Executive Committee. A resolution to amend or rescind a Regulation shall only be passed if two-thirds (2/3) of the members present at the meeting vote in favour thereof. Any proposal or motion by the Sector Executive Committee to amend the regulations shall only be considered if such proposal or motion has been circulated to the Sector Executive Committee at least 2 weeks before the meeting at which such proposal or motion will be considered.
- 29.4. It shall be the duty of each member of the Association to inform the Sector Executive Committee of any information which may come to his knowledge in regard to contraventions, by any member, of the Constitutions of the Society or of the Association, or of any Act, Statute or Regulation pertaining to the practice of Pharmacy.
- 29.5. If, as provided for in Clause 14.1 of the Society's Constitution, a new Sector is formed having jurisdiction in any area up to that time within the jurisdiction of the Association, the new Sector shall not be entitled as of right to any of the accumulated funds of Association, but the Sector Executive Committee may make an ex-gratia donation at its discretion towards the funds of the new Sector.
- 29.6. All income, property and assets of the Association, from whatever source derived, shall be under the management and control of the Sector Executive Committee and may be employed in such a manner as the Sector Executive Committee, consistent with the objects of the Association, may decide. The practical management and administration of Association funds will be devolved to two responsible units:-
- 29.6.1. Funds allocated to the management and professional affairs of the Association. Budgets will be approved by the Sector Executive Committee and managed by the Sector Executive Committee and the designated responsible staff of the Association.
- 29.6.2. Funds not required for immediate purposes of the Association shall be managed by the Sector Executive Committee, and the Finance Committee, if applicable and designated responsible persons/institutions to maximise growth and security of funds as defined in Clause 4.9.
- 29.6.3. No portion of the income, property and monies shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise, to the persons who at any time are or have been members of the Association, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the Association or to any member of the Association or other person in return for any services actually rendered to the Association.
- 29.7. Awards and Distinctions
- 29.7.1. Awards and Distinctions may be bestowed by the Association, on the recommendation of the Sector Executive Committee, on members of the Association, preferably at the Annual General Meeting, or on such dates, at venues or functions as may be appropriate.
- 29.7.2. At the date of adoption of this Constitution, the following awards and distinctions are in existence:-
Honorary Life Members of the Association: Any Ordinary member who has rendered distinguished services to the Sector and who has been substantially responsible for the attainment of its objects may, on the recommendation of the

Sector Executive Committee, be elected an Honorary Life Member of the Association by a General Meeting of the Association. He shall continue to enjoy all rights and privileges that he enjoyed as an ordinary member of the Association.

29.7.3. The conditions and terms relating to awards and distinctions shall be set out in the Regulations.

29.7.4. If a person upon whom an award or distinction has been bestowed:-

29.7.4.1. is struck off the register of Pharmacists by the South African Pharmacy Council; or

29.7.4.2. is found guilty after disciplinary proceedings by the Society and is sentenced to more than a reprimand; or

29.7.4.3. if he is not a member of the Society or a pharmacist behaves in such a manner that his conduct is a disgrace to the award or distinction, then the Sector Executive Committee shall be entitled to forthwith and without affording such person the opportunity of stating his case, to strip such person of the award or distinction.

29.8 Dissolution of the Association

29.8.1. The Association shall be dissolved only if a resolution to such effect submitted by the Sector Executive Committee or an Association member, and of which not less than six (6) months' notice shall be given, is passed at a Special Meeting of the Association which has been convened specifically for that purpose and if the voting in favour of such resolution is supported by not less than two-thirds (2/3) of the Association members present or represented at such meeting.

29.8.2. The notice of such proposed resolution shall set out the proposed resolution in full and the effect of it, and shall state clearly the special reasons for the proposed dissolution.

29.8.3. If the Association is dissolved, all its assets remaining after the satisfaction of its liabilities shall be given or transferred to some other company, society or association with objects similar to those of the Association and which is itself exempt from income tax in terms of Section 10(1)(cB)(i)(ff) of the Income Tax Act. It shall be the duty of the Sector Executive Committee to identify a suitable recipient of the remaining assets and to take the necessary steps required for the correct legal transfer arrangements.

29.8.4. Subject to subsections (3) and (4) of the Income Tax Act (Act 58 of 1962), the Commissioner must approve an entity for the purposes of section 10(1)(d)(iii) or (iv) if—

a) that entity has submitted to the Commissioner a copy of the constitution or written instrument under which it has been established;

b) the constitution or written instrument contemplated in paragraph (a) provides

that—

I The entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;

II no single person may directly or indirectly control the decision-making powers relating to that entity;

III the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;

IV the entity is required to utilise the whole of its funds for the sole or principal object for which it has been established;

V no member may directly or indirectly have any personal or private interest in that entity;

- VI substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
 - VII the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;
 - VIII the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
 - IX substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;
 - X the entity must, as part of its dissolution, transfer its assets to—
 - aa) another entity approved by the Commissioner in terms of this section;
 - bb) a public benefit organisation approved in terms of section 30;
 - cc) an institution, board or body which is exempt from tax under section 10(1)(cA)(i); or
 - dd) the government of the Republic in the national, provincial or local sphere.
 - XI The persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
 - XII the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- XIII the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

30. OFFICIAL VERSION

This Constitution may be translated into any official language, but in the event of any inconsistency, conflict or dispute, the English version of the Constitution shall prevail.



South African Association of Pharmacists in Industry

REGULATIONS

**REGULATIONS RELATING TO THE CONSTITUTION OF THE
SOUTH AFRICAN ASSOCIATION OF PHARMACISTS IN INDUSTRY (SAAPI)**

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REGULATIONS RELATING TO THE CONSTITUTION OF SAAP

1. ADDRESS

The registered address of the South African Association for Pharmacists in Industry is:

Physical

435 Flinders Lane
Lynnwood
Pretoria

Postal

P O Box 75769
Lynnwood Ridge
0040

2. MEMBERSHIP

- 2.1. Application for membership of the Society and the Association shall be governed by the Society's Regulation 2 and Clause 6 of the Association's Constitution.
- 2.2. Members shall be allocated to the Sector as outlined in Section 13.3 of the Society's Constitution. Members shall be entitled to select a principal Sectoral Division as outlined in Section 13.3 of the Society's Constitution.
- 2.3. Notification of Membership changes: It shall be the duty of every member of the Association to notify the Sector or the Membership Department of the Society of any change in his address and contact details, as described in Clause 7.3 of the Association's Constitution.
- 2.4. Association Members are expected to exercise their rights and privileges as specified in Clause 7 of the Society's Constitution and in accordance with Clause 6 of the Association's Constitution.
- 2.5. It is essential that every member should understand the process of decision-making of the Society and to recognise that he has a responsibility to his colleagues, his profession and the Society to abide by these decisions. Membership of the Society involves recognition and acceptance of a mutual responsibility and commitment between the Society and the pharmacist in his individual right, as described in Regulation 11.3.2 of the Society's Regulations.
- 2.6. Members utilising the Association's facilities shall comply with any terms and conditions applicable thereto. Such terms and conditions shall be set out in Standard Operating Procedures and are available on application from the Association's Office, in accordance with Clause 6.1.5.

3. SUBSCRIPTIONS

- 3.1. All membership renewals shall be due and payable to the Society on 1 October of each year for a 12-month period. Refer to Clause 3.2 of the Society's Regulations.
- 3.2. The Sector Executive Committee may impose a levy on its members but not more than once per annum, subject to clause 9.4 of the Society's Constitution. Refer to the Sector Constitution Clause 8 and Clause 4.20.
- 3.3. The Sector Executive Committee may impose a subscription for Affiliate Members. This subscription will be reviewed annually. See 2.4 of the Regulations of the Constitution of the Society.

4. COMPOSITION OF THE ASSOCIATION

- 4.1. The Association may be subdivided into Local Groups as defined in Clause 12 of the Association's Constitution.
- 4.2. Such Local Groups shall be subject to the Sector jurisdiction and direction.

5. ANNUAL GENERAL MEETINGS – RESPONSIBILITIES AND ARRANGEMENTS

- 5.1. The Sector shall, during every calendar year, convene a Sector Annual General Meeting within the time frames stipulated in the Sector Constitution Clause 22.
- 5.2. The Sector Executive Committee shall, subject to any provision of the Sector Constitution Clause 22, be the final arbiter of the date, time, venue and format of the Annual General Meeting.

- 5.3. In the event that motions are not available in time for submission to the Annual General Meeting of the Sector, arrangements may be made to discuss these at a meeting of the Sector Executive Committee at a convenient date and time for submission to the Society for consideration by the Society's AGM. Refer Clause 27.3 of the Sector Constitution.
- 5.4. The Sector AGM shall deal with reports submitted by the Sector Executive Committee on the activities of the Sector and on the revenue and expenditure of the Sector as described in Clause 22 of the Sector Constitution.
- 5.5. To consider any other business which, in accordance with this Constitution or in terms of its Regulations, it is empowered to do.
- 5.6. Only paid-up Ordinary Members may vote at an Annual General Meeting. Reference to such a requirement is to be printed on meeting Agendas.
- 5.7. Proxy votes will be accepted at Annual General Meetings.

6. SPECIAL GENERAL MEETINGS – RESPONSIBILITIES AND ARRANGEMENTS

- 6.1. The Sector may at any time convene a Special General Meeting if petitioned to do so by not less than 10% of Ordinary Members of the Sector and conducted within the time frames stipulated. Refer to the Sector Constitution Clause 23.
- 6.2. Only paid-up Ordinary Members may vote at a Special General Meeting. Reference to such requirement to be printed on meeting Agendas.
- 6.3. Proxy votes will be accepted at Special General Meetings.

7. SECTOR COUNCILLORS – RESPONSIBILITIES

- 7.1. Members elected or appointed as Councillors of the Sector shall be Ordinary members in good standing who have indicated their acceptance of such office and their ability to attend the meetings of the General Council of the Society. Refer to Clause 17 of the Sector Constitution.
- 7.2. Councillors of the Sector shall be appointed annually and shall undertake responsibilities as set out by the Sector Executive Committee following the Committee's first meeting after the AGM.
- 7.3. As a representative of the Sector, a Councillor shall at all times take an active interest in all activities of the Sector and of the Society as a whole, as described in Clause 8.1 of the Society's Regulations.
- 7.4. To this end, he will attend relevant and appropriate meetings of the Sector and study all documentation he receives as required in Clause 8.2 of the Society's Regulations and Clause 6.2.3, 6.2.4 and 6.2.5 of the Sector Constitution.
- 7.5. A Councillor who, for good reason, is unable to attend an Annual General Meeting or any other meeting of the General Council of the Society shall immediately inform the Executive Director of the Sector who may notify the Sector Executive Committee and proceed to appoint a substitute for the meeting in question and accordingly advise the Society, as described in Clause 8.3 of the Society's Regulations.
- 7.6. Where a substitute is appointed, the Executive Director shall put the substitute in possession of all the documentation relevant to the meeting in question and at such meeting, the substitute shall exercise all the rights of the Councillor for whom he is substituting as described in Clause 8.4 of the Society's Regulations.
- 7.7. A Councillor who may no longer be in a position to continue as a Councillor shall notify the Executive Director of the Sector accordingly, and the Sector Executive Committee may appoint a substitute for the remainder of the term of office of such Councillor as described in Clause 8.5 of the Society Regulations.
- 7.8. The Executive Director shall advise the Executive Director of the Society accordingly of the substitution of a Councillor. Refer to Clause 8.5 of the Society Regulations.
- 7.9. The Sector Executive Committee shall elect Councillors in accordance with the provisions of the Constitution of the SAAPI Sector. Refer to Clause 8.6 of the Society Regulations.
- 7.10. A Councillor who is unable to attend an ordinary, Special General or Annual General Meeting of the General Council of the Society, and for whom SAAPI has not nominated

a substitute, may nominate and empower by proxy, any other Councillor of his Sector attending such meeting to vote on his behalf in respect of any or all motions of which due notice has been given. Such proxy shall not bind the nominated Councillor to exercise the vote or direct that such vote be “for” or “against” any motion or amendment thereto.

- 7.11. The holder of a proxy shall submit the proxy to the Executive Director of SAAP, who will tender the proxy to the President of the meeting no later than half an hour prior to the notified time of the commencement of the meeting.

Only a proxy duly completed and attested in the form set out as Annexure 2 shall be recognised by the President of the meeting.

8. STANDING RULES OF PROCEDURE FOR SECTOR EXECUTIVE COMMITTEE MEETINGS

(Refer also to the Standard Operating Procedures of the Sector)

8.1. The Chair

- 8.1.1. The President of the Sector shall take the Chair and declare the meeting opened for business.
- 8.1.2. If the Committee members are informed by the Executive Director that the President is absent, then the Vice-President shall take the Chair during such absence.
- 8.1.3. In the absence of both the President and Vice-President, a chairman shall be elected by the meeting.
- 8.1.4. Members of all committees of the Sector shall declare a conflict of interest to the Chair at every meeting, and in good time, if they believe that a conflict may arise during the course of the discussion at that meeting. Reference to such requirement to appear on all meeting Agendas.

8.2. Quorum

- 8.2.1. The Quorum for Annual General Meetings of the Sector shall be 20 members, and Special General Meetings of the Sector shall be 20 members. Refer to Clause 28.2.1 and 28.2.2 of the Sector Constitution.
- 8.2.2. Sector Executive Committee: one more than 50 % than the total elected, appointed and co-opted members of the Sector Executive Committee. Refer to Clause 28.2.3 of the Sector Constitution.
- 8.2.3. Finance Committee: One more than 50% of the total number of appointed members.
- 8.2.4. Should it be pointed out to the Chair at any of the meetings described in Clauses 8.2.1, 8.2.2 and 8.2.3 above that a quorum is not present, the following procedure shall apply:
- 8.2.5. If, within thirty minutes of the time appointed for the commencement or resumption of a meeting, a quorum is not present, the meeting shall stand adjourned to a time and date to be decided by the Sector Executive Committee in the case of an Annual General Meeting or a Special General Meeting.
- 8.2.6. If, within thirty minutes of the time appointed for the commencement or resumption of a Sector Executive Committee meeting, or a Finance Committee meeting, a quorum is not present, the meeting shall stand adjourned to a time and date to be decided by the Chairman of the relevant Committee.

8.3. Meeting Agendas

- 8.3.1. The Agenda for any meeting of the Sector shall be drawn up by the Executive Director in consultation with the Chairman of the relevant Committee. During the course of the meeting, the Chairman shall regulate sittings and adjournments subject to any motion of procedure which the Committee may adopt.
- 8.3.2. Only paid-up Ordinary members may vote at a Sector meeting. Reference to such a requirement is to be printed on meeting Agendas.

9. DOCUMENT DISTRIBUTION

- 9.1. The Sector Executive Committee shall, from time to time, determine the most practical and effective method of distribution of documentation relevant to the activities of the Sector Executive Committee to ensure that Committee members, as well as Sector Councillors, are informed and in a position to take a meaningful part in decision-making both at the Sector level and at meetings of the Sector.
- 9.2. The Sector Executive Committee shall always retain the right to place an embargo, whether of a temporary or permanent nature, upon the circulation or disclosure of any document where, in its opinion, its circulation at that time, or in the future, could be prejudicial to the interests of the Sector, Society or the Profession.

10. PUBLIC STATEMENTS

- 10.1. The chief spokesperson for the Sector shall be the President as described in Clause 13.1 of the Regulations of the Society's Constitution.
- 10.2. The Sector President, before making public statements or presentations, shall consult with the President and/or Executive Director of the Society. Refer Clause 13.4 of the Regulations to the Society's Constitution.
- 10.3. Members may not enter into public argument in the press, over radio, television or social media to make statements through these media unless authorised by the President or Executive Director to do so. Any invitation by the Press or anyone else to do so should be referred to the President or the Executive Director.
- 10.4. All public statements should be made in accordance with the policies and position statements of the Society. If in doubt, the spokesperson shall consult with the Executive Director/President before making a public statement.

11. REPRESENTATION OF THE SOCIETY

- 11.1. Representation of the Society is governed by Regulation 14 of the Society Constitution; however, when making representation at a local or regional level, any delegation of the Society shall include at least the SAAPI Sector President and the Executive Director of the Sector or nominated representative.

12. REIMBURSEMENT OF EXPENSES

- 12.1. The SAAPI Sector shall be responsible for all costs relevant to the holding of meetings of the Sector Executive Committee, its sub-committees, including the AGM and Special General Meetings.
- 12.2. Such costs shall include all costs incidental to holding the meeting, such as venue and equipment hire, meals and refreshments, etc., authorised by the Sector Office and subject to budget limitations.
- 12.3. Personal expenses shall include travel (own car) and economy class airfare, hotel accommodation, reasonable claims for meals, car hire, as well as any out-of-pocket expenses and incidental costs and should be submitted for reimbursement approval.
- 12.4. The Sector Executive Committee may, in its sole discretion, reimburse the expenses incurred by anybody authorised to attend to the business of the Sector, including attendance at meetings, conferences, seminars or any occasion at which their presence is required. Such reimbursement will be made in accordance with 12.3 above.
- 12.5. The Sector Executive Committee may grant financial assistance to sub-committees or Local Groups for the holding of meetings. Refer to the Standard Operating Procedures of the Sector.
- 12.6. Reimbursement claims for personal expenses are to be submitted in accordance with these regulations.

13. ESTABLISHMENT OF SUB-COMMITTEES

- 13.1. The control and management of the affairs and interests of the Sector shall be vested in the Sector Executive Committee, which may appoint sub-committees at its discretion as contemplated in Clause 15.2.5 of the Sector Constitution.
Sub-committees may be established (but not limited to) for the following activities:

- 13.1.1. CPD and Symposium, communication and digital, conference, operations and governance, legislation and technical, marketing.
- 13.2. The Chairperson of any sub-committee must be an elected member of the Sector Executive Committee.
- 13.3. SAAPI staff members are ex officio members of all sub-committees.
- 13.4. The Operations and Governance committee comprises the President, Vice-President, Treasurer, Immediate Past-President, ED and one co-opted elected member of the Sector Executive committee.
- 13.5. Sub-committees are limited to a maximum of six members excluding the Chairperson.
- 13.6. Decisions made by sub-committees are final and reported at Sector Executive Committee meetings.
- 13.7. The Finance Committee shall undertake duties and be elected and appointed as described in Clause 19 of the Sector Constitution.
- 13.8. No member shall be eligible for election to any committee or office if he is in arrears with any subscription fee or levy as at the date of nomination.

14. DISCIPLINE

- 14.1. In terms of Clause 4.19 of the Sector Constitution, if any formal disciplinary action is considered necessary by the Sector Executive Committee, the matter should be referred to the National Executive Committee of the Society for further investigation.

15. REFERENDUM

- 15.1. The Sector Executive Committee may at any time or shall, following a resolution of an Annual General Meeting or Special General Meeting of the Sector, conduct a referendum as envisaged in Clause 26 of the Sector Constitution.
- 15.2. Where a referendum is determined in accordance with the provisions of Clause 26 of the Sector Constitution, the Sector Executive Committee shall:
 - 15.2.1. Determine whether the referendum is to be conducted via postal means or electronically.
 - 15.2.2. In either case, a document shall be prepared setting forth clearly the subject matter and reason for which the referendum is to be taken and embodying a clear YES or NO response by the parties to which the referendum is addressed.
 - 15.2.3. The recipient of a referendum document shall complete the form as directed and submit it to the SAAPI office.
 - 15.2.4. The referendum document shall include a date on which the referendum closes, which shall not be less than 30 days after the date of distribution to the recipient.
 - 15.2.5. The Sector Executive Committee shall appoint at least two scrutineers, one of whom shall be the Sector President or his nominee and the other a representative of the Sector's legal advisers, who shall, within 48 hours of the expiry of the closing date, verify the membership and record the result.
 - 15.2.6. The result of the referendum shall be communicated to the parties participating therein by personal communication or by electronic means.
 - 15.2.7. Only one response per participant in the referendum shall be allowed.

16. AWARDS AND DISTINCTIONS

- 16.1. Nominations for Awards and Distinctions to be bestowed by the Society shall be forwarded to the Executive Director of the Society according to Regulation 20 *et al* of the Society.
- 16.2. Nominations for Awards and Distinctions to be bestowed by the Sector shall be forwarded to the Executive Director of the Sector for tabling at a Sector Executive Committee meeting.
- 16.3. The Sector Executive Committee shall act as the Awards and Distinctions Committee.
- 16.4. All nominations for awards and distinctions shall be made by a Sector Executive Committee member and seconded by a Sector Executive Committee member.

- 16.5. Once the Sector Executive Committee has evaluated the nomination and support has been obtained from the Committee, the intended recipient shall be informed of the intention to confer the award or distinction on him at an appropriate time and venue.
- 16.6. All Awards and Distinctions made by the Sector Executive Committee shall be recorded appropriately.

17. BODIES IN TERMS OF CLAUSE 4.11 OF THE SECTOR CONSTITUTION

- 17.1. In the event that the Sector should plan to establish or be involved in any one or more of the activities described in Clause 4.11 of the Sector Constitution, the Sector Executive Committee shall seek guidance from the Sector Finance Committee.

18. ATTENDANCE AT SECTOR EXECUTIVE COMMITTEE MEETINGS

- 18.1. A member of the Sector Executive Committee who is unable to attend a particular meeting of the Sector Executive Committee may nominate and empower by proxy any other member of the Sector Executive Committee attending such meeting to vote on his behalf in respect of any matter at that particular meeting.
- 18.2. The holder of a proxy shall tender to the President of the meeting no later than half an hour prior to the notified time of the commencement of the meeting, the proxy which he holds.
- 18.3. Only a proxy duly completed and attested in the form set out as Annexure 2 shall be recognised by the Chairman of the meeting.

19. ELECTION OF THE SECTOR EXECUTIVE COMMITTEE

- 19.1. Not more than sixty days before the date determined for the Annual General Meeting of the Sector, the Executive Director shall invite nominations via electronic means (either SMS or e-mail) for members of the Sector Executive Committee for the ensuing year. Nominations must be sent to the Returning Officer appointed by the Sector Executive Committee.
Refer to Clause 14 of the Sector Constitution.
- 19.2. Any nominations not in compliance with this Constitution shall be rejected.
- 19.3. Should the number of nominations received be less than the number of members required, the Sector Executive Committee shall make such further appointments as it may think advisable at its first subsequent meeting.
- 19.4. Should the number of nominations received exceed the number required, the Committee shall declare a poll to be necessary and shall thereupon appoint returning officers/scrutineers. These nominations shall be sent via electronic means (SMS or e-mail) to all members of the Sector at least 30 days before the date set for the Sector Annual General Meeting. The Sector Executive Committee shall determine a time for the closing of the poll, which shall be not less than 21 days before the time fixed for the Annual General Meeting.
- 19.5. The secret ballot shall be conducted as follows:
 - 19.5.1. At least 30 days before the date set for the AGM, the names of the accepted nominees shall be sent to the members via electronic means (SMS or e-mail).
 - 19.5.2. Members will be required to submit their votes via the same electronic means (SMS or e-mail) within five working days (excl. weekends and public holidays) of the original message being sent.
 - 19.5.3. The Returning Officer/s shall independently check the recorded votes.
 - 19.5.4. The Returning Officer/s, on being satisfied that the number of votes recorded is correct, shall declare the result of the election.
 - 19.5.5. In the event of the number of votes recorded for any two or more candidates being found to be equal and thereby affecting the result of the election, the Returning Officer shall immediately determine the election by lot in the presence of the second Returning Officer.
 - 19.5.6. The outcome of the voting shall be kept in safe custody for a period of at least three months.

- 19.6. Filling of Vacancies. Under ordinary circumstances, the person with the next highest votes in the election process shall be the person selected.

20. APPOINTMENT OF A FINANCE COMMITTEE

- 20.1. The Sector Executive Committee may appoint a Finance Committee whose members shall be appointed for a one-year term of office.
- 20.2. A member of the Sector Finance Committee appointed in terms of Clause 19.1 shall not serve for more than a total of 3 consecutive years.
- 20.3. The two additional individuals referred to in Clause 19.4 of this Constitution shall be appointed for their special financial, technical or business skills, and they are not required to be pharmacists. Such persons shall be appointed for a period as may be determined from time to time by the Sector Finance Committee, for a specific project, but the period served as an appointee under this Clause 20.3 shall not exceed 5 years in the aggregate.



South African Association of Pharmacists in Industry

ANNEXURES

ANNEXURE 1

RULES OF DEBATE FOR SECTOR MEETINGS

These rules are binding on all participants and are intended to ensure orderly, respectful, and constructive deliberations in accordance with applicable governance, regulatory, and data protection standards.

1. **Applicability**

These Rules of Debate apply to all meetings convened by or on behalf of the SAAPI, including but not limited to board meetings, subcommittee meetings, virtual meetings and stakeholder consultations conducted via electronic communication platforms.

2. **Chairperson Authority**

- 2.1. The Chairperson shall preside over all debates and shall have the authority to recognise speakers in the order of request, enforce time limits, rule on points of order, suspend or adjourn the meeting in cases of disorder or technical failure.
- 2.2. The Chairperson's rulings on procedural matters shall be final unless overruled by a majority vote (2/3) of the members present.

3. **Speaking Protocol**

- 3.1. Participants shall request the floor using the designated platform tools (e.g., "Raise Hand" function).
- 3.2. No participant may speak unless recognised by the Chairperson.
- 3.3. Each speaker shall address the Chairperson and the meeting respectfully, confine remarks to the matter under discussion, refrain from personal attacks, inflammatory language, or disruptive conduct.
- 3.4. Speaking time shall be limited per intervention unless otherwise determined by the Chairperson.

4. **Points of Order and Clarification**

- 4.1. A participant may raise a point of order at any time, which shall be ruled upon immediately by the Chairperson.
- 4.2. Points of clarification may be raised only after the speaker has concluded, unless permitted by the Chairperson.

5. **Motions and Voting**

- 5.1. Motions shall be submitted in writing to the Executive Director via the platform's chat or document-sharing function and seconded before debate.
- 5.2. Voting shall be conducted using secure, verifiable methods available on the platform, and results shall be recorded in the official minutes.
- 5.3. Abstentions and dissenting votes shall be duly noted upon request.

6. **Recording and Confidentiality**

- 6.1. Meetings may be recorded in accordance with applicable data protection laws.
- 6.2. Members may call for matters of a sensitive nature to be discussed "in committee". Such a discussion will not be recorded. However, any subsequent decision may be recorded.
- 6.3. Participants shall not disclose or disseminate any confidential information discussed during the meeting without prior authorisation.

7. **Sanctions for Non-Compliance**

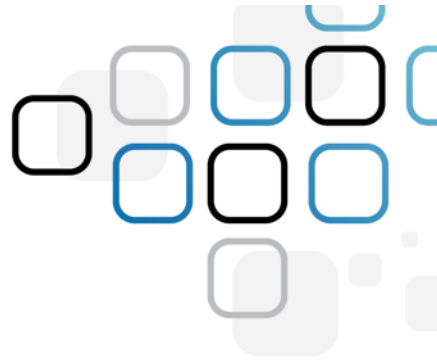
- 7.1. The Chairperson may issue warnings or revoke speaking privileges for breaches of these Rules.
- 7.2. Repeated or serious violations may result in removal from the meeting and referral to the appropriate disciplinary authority.

These Rules of Debate shall be reviewed periodically and may be amended by resolution of the Sector Executive Committee in accordance with the procedures outlined in this Constitution.

ANNEXURE 2



Email: info@saapi.org.za
Website: www.saapi.org.za



SAAPI PROXY FORM: Date & Event

To the Chairman of the Meeting;

I, _____ being a member of SAAPI and duly entitled to vote at the Meeting, hereby appoint;

1. _____ or failing which,

2. _____

as my proxy to attend, speak and vote for me at the Meeting, which is *inter alia* being held for the purpose of considering, approving and adopting with or without modification motions/proposals tabled, and at every adjournment of such Meeting.

My proxy may vote for or against any of such motions (or any amendment thereto) or may abstain from voting as he or she, in his or her sole discretion, deems fit.

Signed at _____ on _____, 20??

Signature: _____

PSSA Membership Number _____



Registered address: 435 Flinders Lane, Lynnwood, Pretoria 0081
SAAPI is a sector of the PSSA.

